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Proposed Special Counsel for Debtors  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
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**SUPPLEMENTAL DECLARATION OF DANIEL R. MURRAY IN CONNECTION  
WITH DEBTORS' APPLICATION TO RETAIN JENNER & BLOCK LLP**

I, Daniel R. Murray, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a partner of Jenner & Block LLP ("**Jenner & Block**" or the "**Firm**"), a law firm with offices in Chicago, Illinois; New York, New York; Washington, D.C.; and Los Angeles, California. I am currently resident in the Firm's Chicago office. I am duly authorized to make this Declaration (the "**Supplemental Declaration**") on behalf of Jenner & Block. Except as otherwise indicated, the facts set forth in this Supplemental Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. I submit this Supplemental Declaration in connection with the Application of the Debtors Pursuant to Section 327(e) of the Bankruptcy Code and Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Jenner & Block LLP as Attorneys for the Debtors, *Nunc Pro Tunc* to the Commencement Date (the **“Application”**), which was filed on June 12, 2009 [Docket No. 950] in the above-captioned Chapter 11 cases (the **“Chapter 11 Cases”**) of General Motors Corp. and its affiliated debtors (collectively, the **“Debtors”**).<sup>1</sup> In support of the Application, I filed an initial declaration (the **“Initial Declaration”**), dated June 12, 2009, disclosing connections with certain identified persons and entities (the **“Potential Parties in Interest”**).

3. Subsequent to the filing of the Application and Initial Declaration, Jenner & Block continued to follow its Firm Disclosure Procedures, as defined below, with respect to family tree information for the Potential Parties in Interest. Jenner & Block also repeated these procedures with additional names furnished to us in connection with matters for which Jenner & Block will undertake, or has undertaken, representation of the Debtors due to conflicts of other counsel or in connection with equipment contracting agreements.

**Jenner & Block’s Disinterestedness and Supplemental Disclosure of Connections**

4. In preparing this Supplemental Declaration, and in order to ascertain Jenner & Block’s “connections,” as that term is used in Bankruptcy Rule 2014(a), with the Debtors, the Debtors’ creditors, and other parties-in-interest in the Chapter 11 Cases, I caused a set of procedures developed by Jenner & Block to be used to ensure full compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and any local rules of the Court

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<sup>1</sup>The Debtors are: General Motors Corporation (Case No. 09-50026), Chevrolet-Saturn of Harlem, Inc. (Case No. 09-13558), Saturn, LLC (Case No. 09-50027), and Saturn Distribution Corporation (Case No. 09-50028).

regarding the retention of professionals under the Bankruptcy Code (the **“Firm Disclosure Procedures”**).<sup>2</sup> Pursuant to the Firm Disclosure Procedures, I performed, or caused to be performed, the following actions to identify the parties relevant to this Supplemental Declaration and to ascertain Jenner & Block’s connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Jenner & Block attorneys who have provided services to the Debtors and in consultation with the Debtors’ proposed general bankruptcy counsel, Weil, Gotshal & Manges (**“WGM”**) and senior management of the Debtors (the **“Retention Checklist”**).
- b. Jenner & Block obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and review of the documents provided by the Debtors. Jenner & Block then used that information, together with other information provided by WGM and the Debtors’ senior management, to compile a list of the names of the Potential Parties in Interest in the Chapter 11 Cases.
- c. Jenner & Block entered the names of the Potential Parties in Interest into a computer database (the **“Client Database”**) containing the names of all clients and conflict information concerning such clients of Jenner & Block.
- d. Jenner & Block compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the Commencement Date. Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Jenner & Block personnel responsible for the identified client matters (the **“Match List”**).
- e. I, and other Jenner & Block attorneys, then reviewed the Match List and deleted obvious name coincidences and individuals or entities that were adverse to Jenner & Block’s clients both in this matter and the matter referenced on the Match List.
- f. Using information in the Client Database concerning entities on the Match List, and making general and, if applicable, specific inquiries of the Jenner & Block personnel, Jenner & Block verified that it does not

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<sup>2</sup> These procedures were the same procedures which were implemented and disclosed in the Initial Declaration in connection with the proposed retention of Jenner & Block as attorneys for the Debtors in these Chapter 11 Cases.

represent and has not represented any entity on the Match List in connection with the Debtors of the Chapter 11 Cases.

5. As previously disclosed in the Initial Declaration, Jenner & Block, its partners, attorneys, and counsel have represented in the past, may currently represent, and/or may in the future represent, creditors of the Debtors and various other parties-in-interest in these chapter 11 cases with respect to matters which are completely unrelated to the Debtors and their affiliates. Jenner & Block's, its partners', attorneys', and counsels' supplemental disclosure of connections with these creditors and other parties-in-interest are described below:

Potential Party in Interest	Relationship with Debtors	Relationship with Jenner & Block
<b>Baltimore Gas &amp; Electric Co.</b>	Utility Company	Affiliate of former client on unrelated matters
<b>Blackstone Group L.P.</b>	Professional Employed and Retention Applicant	Affiliate of current and former clients on unrelated matters
<b>Century Telephone</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Consumers Energy</b>	Utility Company	Affiliate of former client on unrelated matter
<b>Dominion East Ohio</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Dominion People's Gas</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Dominion Retail Inc.</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Dominion Virginia Power</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Greenwich Capital Markets</b>	Underwriting Investment Bank for GM's Securities	Affiliate of former client on unrelated matter
<b>Houlihan Lokey</b>	Professional Retained by Significant Creditor Groups	Affiliate of current and former clients on unrelated matters
<b>Indianapolis Power &amp; Light</b>	Utility Company	Affiliate of current client on unrelated matter
<b>Indianapolis Water Company</b>	Utility Company	Affiliate of current client on unrelated matter
<b>ING Bank</b>	Major Secured Lender	Affiliate of former client on unrelated matter

Potential Party in Interest	Relationship with Debtors	Relationship with Jenner & Block
<b>MCI</b>	Utility Company	Affiliate of current client on unrelated matters
<b>MCI Worldcom</b>	Utility Company	Affiliate of current client on unrelated matters
<b>Pacific Investment Management Co. LLC</b>	One of Largest 50 Bondholders	Affiliate of former clients on unrelated matters
<b>Societe General</b>	Major Secured Lender	Affiliate of current client on unrelated matter
<b>Time Warner Telecom</b>	Utility Company	Affiliate of current and former clients on unrelated matters
<b>TXU Energy</b>	Utility Company	Affiliate of former client on unrelated matter
<b>Time Warner Telecom</b>	Utility Company	Affiliate of current and former clients on unrelated matters
<b>United Solar Ovonic Corp.</b>	Major Customer	Affiliate of former client on unrelated matter

6. None of the matters upon which any of the above-mentioned parties were or are represented was or is in connection with the Debtors' chapter 11 bankruptcy. Jenner & Block will not undertake the representation of any of these parties or other parties-in-interest or their affiliates in any transaction in connection with the Debtors' chapter 11 bankruptcy.

7. Jenner & Block will provide the Court with supplemental information regarding Jenner & Block's connections with the Debtors or other parties-in-interest within the meaning of Bankruptcy Rule 2014(a) as such information becomes available.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 23rd day of June, 2009, in Chicago, Illinois.

/s/ Daniel R. Murray  
Daniel R. Murray